

OLASOV + HOLLANDER  
Rachel L. Hollander  
1325 Avenue of the Americas  
27<sup>th</sup> Floor  
New York, New York 10019  
Telephone: 212-763-8416  
Facsimile: 212-763-8414

Hearing Date: February 9, 2010  
Hearing Time: 3:00 p.m.

CALLISTER NEBEKER & McCULLOUGH  
T. Richard Davis  
Carolyn Montgomery  
10 East South Temple, Suite 900  
Salt Lake City, UT 84133  
Telephone: (801) 530-7300  
Facsimile: (801) 364-9127  
[Admission Pro Hac Vice Pending]

*Attorneys for Zions Credit Corporation*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

MESA AIR GROUP, INC., *et al.*,

Chapter 11

Case No. 10-10018 (MG)

(Jointly Administered)  
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**ZIONS CREDIT CORPORATION'S OBJECTION TO DEBTORS' MOTION  
FOR ORDER (A) ESTABLISHING PROCEDURES AUTHORIZING DEBTORS,  
SUBJECT TO SUBSEQUENT COURT APPROVAL, TO PERFORM  
OBLIGATIONS AND CURE DEFAULTS PURSUANT TO SECTION 1110(a) OF  
THE BANKRUPTCY CODE AND TO ENTER INTO AGREEMENTS TO  
EXTEND THE 60-DAY PERIOD SPECIFIED IN SECTION 1110(a) PURSUANT  
TO SECTION 1110(b) OF THE BANKRUPTCY CODE AND (B) AUTHORIZING  
THE FILING OF REDACTED SECTION 1110(a) ELECTION NOTICES AND  
SECTION 1110(b) AGREEMENTS UNDER SEAL**

TO THE HONORABLE MARTIN GLENN:

Zions Credit Corporation (“Zions”), by and through its counsel of record, hereby responds to the *Debtors’ Motion for Order (A) Establishing Procedures Authorizing Debtors, Subject to Subsequent Court Approval, to Perform Obligations and Cure Defaults Pursuant to Section 1110(a) of the Bankruptcy Code and to Enter into Agreements to Extend the 60-day Period Specified in Section 1110(a) Pursuant to Section 1110(b) of the Bankruptcy Code and (B) Authorizing the Filing of Redacted Section 1110(a) Election Notices and Section 1110(b) Agreements under Seal* (the “Performance and Cure Procedures Motion”), filed on behalf of the Debtors on January 25, 2010 [Docket No. 166], and respectfully represents as follows:

### **FACTUAL BACKGROUND**

1. Zions is owner participant with respect to a certain de Havilland DHC 8-202 aircraft bearing United States Registration Number N445YV (the “N445YV Aircraft”) pursuant to a certain Trust Agreement between Zions, as owner participant, and First Security Bank, n/k/a/ Wells Fargo Bank Northwest, N.A., as owner trustee (the “Owner Trustee”); and that certain Trust Indenture between the Owner Trustee and Fleet National Bank, as indenture trustee (the “Indenture Trustee”).

2. The Owner Trustee leased the N445YV Aircraft to Mesa Air Group, Inc. pursuant to that certain Lease Agreement dated as of September 27, 1996 between the Owner Trustee and Mesa Air Group, Inc.

3. Zions is owner participant with respect to a certain de Havilland DHC 8-202 aircraft bearing United States Registration Number N446YV (the “N446YV Aircraft”) pursuant to a certain Trust Agreement between Zions, as owner participant, and the Owner Trustee; and that certain Trust Indenture between the Owner Trustee and the Indenture Trustee.

4. The Owner Trustee leased the N446YV Aircraft to Mesa Airlines, Inc. pursuant to that certain Lease Agreement dated as of December 12, 1996 between the Owner Trustee and Mesa Airlines, Inc.

### **PROCEDURAL BACKGROUND**

5. On January 25, 2010 the Debtors filed the Performance and Cure Procedures Motion seeking entry of an order to establish procedures related to Debtors' performance of obligations and cure of defaults under certain leases of aircraft, engines and related equipment under 11 U.S.C. §1110(a), and procedures for filing certain pleadings in redacted form or under seal.

6. On February 2, 2010 Integra Bank, N.A. and IBNK Leasing Corp. filed an Objection to the Performance and Cure Procedures Motion (the "Integra Objection") [Docket No. 219].

### **ARGUMENT**

7. Zions joins in the Integra Objection and the arguments set forth therein and on that basis requests that the Performance and Cure Procedures Motion be denied.

### **RESERVATION OF RIGHTS**

8. Zions reserves its right to further object to the Performance and Cure Procedures Motion on any and all grounds prior to any hearing on the Performance and Cure Procedures Motion.

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WHEREFORE, Zions Credit Corporation respectfully requests that the Court deny the relief requested in the Performance and Cure Procedures Motion and grant such other and further relief as the Court deems just and equitable.

Dated: February 2, 2010

OLASOV + HOLLANDER

By: /s/ Rachel L. Hollander  
Rachel L. Hollander, Esq.  
1325 Avenue of the Americas  
27<sup>th</sup> Floor  
New York, New York 10019  
Telephone: 212-763-8416  
Facsimile: 212-763-8414  
Email: [RHollander@olasov.com](mailto:RHollander@olasov.com)

CALLISTER NEBEKER &  
McCULLOUGH

By: /s/ Carolyn Montgomery  
T. Richard Davis, Esq.  
Carolyn Montgomery, Esq.  
10 East South Temple, Suite 900  
Salt Lake City, UT 84133  
Telephone: (801) 530-7300  
Facsimile: (801) 364-9127  
Email: [trdavis@cnmlaw.com](mailto:trdavis@cnmlaw.com)  
[cmontgomery@cnmlaw.com](mailto:cmontgomery@cnmlaw.com)  
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*Attorneys for Zions Credit Corporation*